

EXHIBIT B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re : Chapter 11
MOTORS LIQUIDATION COMPANY, et al., : Case No. 09-50026 (REG)
Debtors. : (Jointly Administered)

----- X

**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE
AUTORIZING THE EMPLOYMENT AND RETENTION OF
GODFREY & KAHN, S.C. AS COUNSEL TO THE FEE EXAMINER
NUNC PRO TUNC AS OF DECEMBER 28, 2009**

Upon the application (the “Application”) of the Fee Examiner for an order, pursuant to the Stipulation and Order With Respect to Appointment of a Fee Examiner [Docket No. 4708], authorizing the Fee Examiner to retain Godfrey & Kahn, S.C. (“G&K”) as fee and expense counsel for purposes of analysis of the fees and expenses in the above-captioned cases; and upon the Affidavit of Timothy F. Nixon, annexed to the Application as Exhibit A; and notice of the Application having been given as set forth in the Notice of Presentment; and it appearing that such notice is due and sufficient and that no further or other notice is required; and the Court being satisfied that G&K does not hold or represent an interest adverse to the Debtors’ estates and that G&K is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code, and that the employment of G&K is necessary and in the best interests of the Fee Examiner and these cases; and the Court having determined that the legal and factual basis set forth in the Application establishes just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, accordingly,

IT IS HEREBY ORDERED THAT:

1. Subject to the terms and conditions of this Order, the Application is granted.
2. The terms not otherwise defined herein shall have the meaning ascribed to them in the Application.
3. The Fee Examiner is authorized to employ, retain, compensate, and reimburse G&K as its fees and expense counsel on the terms and conditions set forth in the Application and this Order, effective *nunc pro tunc* to December 28, 2009.
4. G&K shall be compensated and reimbursed for its expenses consistent with the Order Granting Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 3711].
5. To the extent that the Application is inconsistent with this Order, the terms of this Order shall control.
6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: January ____, 2010.

The Honorable Robert E. Gerber
United States Bankruptcy Judge

4511060_2